

EXHIBIT 2



United States of America
Federal Trade Commission

CIVIL INVESTIGATIVE DEMAND

1. TO

Dominion Enterprises
c/o Jon Leibowitz
Davis Polk
901 15th Street, NW, Washington, DC 20005

This demand is issued pursuant to Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, in the course of an investigation to determine whether there is, has been, or may be a violation of any laws administered by the Federal Trade Commission by conduct, activities or proposed action as described in Item 3.

2. ACTION REQUIRED

You are required to appear and testify.

LOCATION OF HEARING

Federal Trade Commission
400 Seventh Street, SW
Room CC-5602
Washington, DC 20580

YOUR APPEARANCE WILL BE BEFORE

Dana Abrahamsen, Esq.

DATE AND TIME OF HEARING OR DEPOSITION

September 29, 2017

- You are required to produce all documents described in the attached schedule that are in your possession, custody, or control, and to make them available at your address indicated above for inspection and copying or reproduction at the date and time specified below.
- You are required to answer the interrogatories or provide the written report described on the attached schedule. Answer each interrogatory or report separately and fully in writing. Submit your answers or report to the Records Custodian named in Item 4 on or before the date specified below.

DATE AND TIME THE DOCUMENTS MUST BE AVAILABLE

September 29, 2017

3. SUBJECT OF INVESTIGATION

CDK Global/Reynolds and Reynolds, File No. 171-0056

4. RECORDS CUSTODIAN/DEPUTY RECORDS CUSTODIAN

Geoffrey Green, Custodian

5. COMMISSION COUNSEL

Dana Abrahamsen, Esq.

DATE ISSUED

August 31, 2017

COMMISSIONER'S SIGNATURE

Tenell McSweeney

INSTRUCTIONS AND NOTICES

The delivery of this demand to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply. The production of documents or the submission of answers and report in response to this demand must be made under a sworn certificate, in the form printed on the second page of this demand, by the person to whom this demand is directed or, if not a natural person, by a person or persons having knowledge of the facts and circumstances of such production or responsible for answering each interrogatory or report question. This demand does not require approval by OMB under the Paperwork Reduction Act of 1980.

PETITION TO LIMIT OR QUASH

The Commission's Rules of Practice require that any petition to limit or quash this demand be filed within 20 days after service, or, if the return date is less than 20 days after service, prior to the return date. The original and twelve copies of the petition must be filed with the Secretary of the Federal Trade Commission, and one copy should be sent to the Commission Counsel named in Item 5.

YOUR RIGHTS TO REGULATORY ENFORCEMENT FAIRNESS

The FTC has a longstanding commitment to a fair regulatory enforcement environment. If you are a small business (under Small Business Administration standards), you have a right to contact the Small Business Administration's National Ombudsman at 1-888-REGFAIR (1-888-734-3247) or www.sba.gov/ombudsman regarding the fairness of the compliance and enforcement activities of the agency. You should understand, however, that the National Ombudsman cannot change, stop, or delay a federal agency enforcement action.

The FTC strictly forbids retaliatory acts by its employees, and you will not be penalized for expressing a concern about these activities.

TRAVEL EXPENSES

Use the enclosed travel voucher to claim compensation to which you are entitled as a witness for the Commission. The completed travel voucher and this demand should be presented to Commission Counsel for payment. If you are permanently or temporarily living somewhere other than the address on this demand and it would require excessive travel for you to appear, you must get prior approval from Commission Counsel.

A copy of the Commission's Rules of Practice is available online at <http://bit.ly/FTCRulesofPractice>. Paper copies are available upon request.

Form of Certificate of Compliance*

I/We do certify that all of the documents and information required by the attached Civil Investigative Demand which are in the possession, custody, control, or knowledge of the person to whom the demand is directed have been submitted to a custodian named herein.

If a document responsive to this Civil Investigative Demand has not been submitted, the objections to its submission and the reasons for the objection have been stated.

If an interrogatory or a portion of the request has not been fully answered or a portion of the report has not been completed, the objections to such interrogatory or uncompleted portion and the reasons for the objections have been stated.

Signature

Title

Sworn to before me this day

Notary Public

*In the event that more than one person is responsible for complying with this demand, the certificate shall identify the documents for which each certifying individual was responsible. In place of a sworn statement, the above certificate of compliance may be supported by an unsworn declaration as provided for by 28 U.S.C. § 1746.

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SPECIFICATIONS

1. Submit all information and documents relating to any Communication between CDK and Reynolds.
2. Submit all information and documents reflecting the understanding of the Company regarding any communications or agreements between CDK and Reynolds and the consequences or actions taken by the Company or others in response to those communications or agreements.
3. Submit all documents relating to Communications with CDK, Reynolds, any Dealer, any Integration Service provider, or any App Product provider that pertain to any CDK or Reynolds policy or agreement relating to accessing data on, or providing data to, any DMS.
4. Submit all Company contracts with any DMS provider other than CDK or Reynolds entered into or in effect since January 1, 2013.
5. Submit all agreements, drafts of agreements, term sheets and any other communications between the Company and CDK or Reynolds reflecting Integration Services offered by CDK or Reynolds, including, but not limited to, documents relating to the negotiations and pricing for such Integration Services.
6. Submit representative samples of signed contracts with:
 - a. Dealerships with a CDK DMS;
 - b. Dealerships with a Reynolds DMS; and
 - c. Dealerships with a DMS provided by a company other than CDK or Reynolds.
7. Identify and describe each Company Integration Service offered to any Dealership since January 1, 2013. For each such service, identify whether that service is currently in use by any App Provider.
8. For each service identified in response to Specification 7, compile and submit one or more Data Sets from the database comprising data used or maintained by the Company at any time after January 1, 2013, that constitutes, records, or discusses:
 - a. win/loss reports;
 - b. prices, quotes, estimates, or bids submitted to any customer;

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- c. the results of any bid or quote submitted to any customer or prospective customer;
- d. customer relationships (such as sales reports or related recordings);
- e. transaction-level Sales data by subscription payment for all customers by revenue and unit volume, including, but not limited to, customer name, customer address, product code, product description (including the specific product name), and transaction date and;
- f. the months and years that the service was installed in each Dealership.

The Company should consult Instruction L regarding the inclusion of Sensitive Personally Identifiable Information or Sensitive Health Information in a Data Set(s) responsive to Specification 8.

- 9. For each Data Set provided in response to Specification 8, provide a data dictionary that includes:
 - a. a list of field names and a definition for each field contained in the Data Set;
 - b. the meaning of each code that appears as a field value in the Data Set; and
 - c. the primary key in the Data Set or table that defines a unique observation.
- 10. Identify and describe each Company App Product offered to any Dealership since January 1, 2013. For each such product, identify whether that product is currently licensed to any Dealerships.
- 11. For each product identified in response to Specification 10, compile and submit one or more Data Sets from the database comprising data used or maintained by the Company at any time after January 1, 2013, that constitutes, records, or discusses:
 - a. win/loss reports;
 - b. prices, quotes, estimates, or bids submitted to any customer;
 - c. the results of any bid or quote submitted to any customer or prospective customer;
 - d. customer relationships (such as sales reports or related recordings);

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- e. transaction-level Sales data by subscription payment for all customers by revenue and unit volume, including, but not limited to, customer name, customer address, product code, product description (including the specific product name), and transaction date;
- f. the months and years that the App Product was installed in each Dealership; and
- g. Integration Services the Company uses for each App Product, and the number of Dealerships for which you use each such Integration Service.

The Company should consult Instruction L regarding the inclusion of Sensitive Personally Identifiable Information or Sensitive Health Information in a Data Set(s) responsive to Specification 11.

- 12. For each Data Set provided in response to Specification 11, provide a data dictionary that includes:
 - a. a list of field names and a definition for each field contained in the Data Set;
 - b. the meaning of each code that appears as a field value in the Data Set; and
 - c. the primary key in the Data Set or table that defines a unique observation.
- 13. Identify and describe each third party Integration Service the Company has used to access a DMS installed in any Dealership at any time since January 1, 2013. For each such service, identify the provider of the service and the function of the service.
- 14. For each service identified in response to Specification 13, compile and submit one or more Data Sets from the database comprising data used or maintained by the Company at any time after January 1, 2013, that constitutes, records, or discusses:
 - a. transaction-level lease or purchase data by subscription payment for all suppliers by revenue and unit volume, including, but not limited to, supplier's name, supplier's address, product description (including the specific product name), and transaction date;
 - b. prices, quotes, estimates, or bids submitted by any supplier; and
 - c. supplier relationships(such as sales reports or related recordings).

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The Company should consult Instruction L regarding the inclusion of Sensitive Personally Identifiable Information or Sensitive Health Information in a Data Set(s) responsive to Specification 14.

15. For each Data Set provided in response to Specification 14, provide a data dictionary that includes:
 - a. a list of field names and a definition for each field contained in the Data Set;
 - b. the meaning of each code that appears as a field value in the Data Set; and
 - c. the primary key in the Data Set or table that defines a unique observation.
16. Identify and describe each CDK or Reynolds App Product installed in any Dealership at any time since January 1, 2013 for which the Company has provided Integration Services. For each such product, identify the provider of the App Product and the function of the product.
17. For each service or product identified in response to Specification 16, compile and submit one or more Data Sets from the database comprising data used or maintained by the Company at any time after January 1, 2013, that constitutes, records, or discusses:
 - a. transaction-level revenue data by subscription for all suppliers by revenue and unit volume, including, but not limited to, supplier's name, supplier's address, product code, product description (including the specific product name), and transaction date;
 - b. prices, quotes, estimates, or bids submitted to any supplier; and
 - c. supplier relationships (such as sales reports or related recordings).

The Company should consult Instruction L regarding the inclusion of Sensitive Personally Identifiable Information or Sensitive Health Information in a Data Set(s) responsive to Specification 17.

18. For each Data Set provided in response to Specification 17, provide a data dictionary that includes:
 - a. a list of field names and a definition for each field contained in the Data Set;
 - b. the meaning of each code that appears as a field value in the Data Set; and

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- c. the primary key in the Data Set or table that defines a unique observation.
19. Submit all documents relating to:
 - a. any comparison (including, but not limited to, comparisons on price, quality, desirability, or innovativeness) between any of the Company's Integration Services identified in response to Specification 7 and any Integration Service provided by CDK or Reynolds;
 - b. any comparison (including, but not limited to, comparisons on price, quality, desirability, or innovativeness) between any of the Company's App Products identified in Specification 10 and any App Product provided by CDK or Reynolds; and
 - c. any change in the Company's business practices because of lost sales or other business opportunities to another Integration Service provider or any App Product provided by CDK or Reynolds.
20. Identify or describe, and submit documents sufficient to show:
 - a. actions by CDK or Reynolds that have caused the Company to lose sales or otherwise lose, limit, terminate or defer business opportunities;
 - b. harm to innovation caused by conduct by CDK or Reynolds;
 - c. demands by CDK or Reynolds that the Company produce competitively sensitive information; and
 - d. Dominion's analyses of CDK or Reynolds' conduct and its effect on Dominion or the market for DMSs, App Products, or Integration Services.
21. Identify or describe, and submit documents sufficient to show:
 - a. Dominion's attempt to launch a DMS;
 - b. The Company's DMS products;
 - c. Any Dealership that has operated a Company DMS since January 1, 2013;
 - d. Non-Company Integration Services compatible with the Company's DMS;
 - e. Dealerships that have used a Non-Company Integration Services compatible with the Company's DMS since January 1, 2013; and

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- f. Contracts that allow any Integration Services to run on any Company DMS.
22. To the extent not otherwise produced in response to proceeding Specifications of this CID, provide documents or data to show and quantify any impact on the Company or its products and services that resulted from conduct by CDK or Reynolds. For any data provided, provide an explanation of the data source.
23. Submit a current organization chart, and the most recent telephone and other personnel directory, for each division of the Company that purchases, sells, rents, leases, markets, distributes, or supervises the purchase, sale, rental, lease, licensing, marketing, or distribution of, any DMS, Integration Service or App Product.

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DEFINITIONS

1. **“Dominion,” “Company” and “you” or “your”** means **Dominion Enterprises**, its directors, officers, trustees, employees, attorneys, agents, consultants, and representatives, domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures, and the directors, officers, trustees, employees, attorneys, agents, consultants, and representatives of its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures.
2. **“CDK”** means **CDK Global, Inc.**, its directors, officers, trustees, employees, attorneys, agents, consultants, and representatives, domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures, and the directors, officers, trustees, employees, attorneys, agents, consultants, and representatives of its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures.
3. **“Reynolds”** means **Reynolds and Reynolds Company**, its directors, officers, trustees, employees, attorneys, agents, consultants, and representatives, domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures, and the directors, officers, trustees, employees, attorneys, agents, consultants, and representatives of its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures.
4. **“Agreement”** means any oral, written, or implied contract, arrangement, understanding, statement of work, letter of intent, or plan, whether formal or informal, between two or more Persons, together with all modifications or amendments thereto.
5. **“And”** and **“or”** shall be construed both conjunctively and disjunctively, as necessary, in order to bring within the scope of any Specification or Definition all information that otherwise might be construed to be outside the scope of the Specification or Definition.
6. **“Any”** shall be construed to include **“all,”** and **“all”** shall be construed to include **“any.”**
7. **“App Product”** means any product or service different from a DMS, used by automotive retailers, automotive original equipment manufacturers, or other stakeholders within the motor vehicle retailing environment, and provided by the Company or others, which uses data from a DMS to perform a specific task.

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8. **“Communication”** means any transmittal, exchange, transfer, or dissemination of information, regardless of the means by which it is accomplished, and includes all communications, whether written or oral, and all discussions, meetings, telephone communications, and email contacts.
9. **“Company Integration Service”** means any Integration Service offered by the Company.
10. **“Data Set”** means all or a subset of data held by, or accessible to, the Company in the normal course of business provided by the Company to respond to any Specification in this CID.
11. **“Dealer”** and **“Dealership”** means a single automobile and/or truck dealership store and application area (or branch or rooftop) combination and its associated employees.
12. **“DMS”** means any Dealer Management System, Dealer Management Software or other product, service, or hardware (including, but not limited to, terminals, servers, and auxiliary products such as printers and software) marketed to Dealerships in the United States for a fee, subscription, rental, or sale.
13. **“Documents”** means all written, recorded, transcribed, or graphic matter of every type and description, however and by whomever prepared, produced, reproduced, disseminated, or made, including, but not limited to, analyses, letters, telegrams, memoranda, reports, bills, receipts, telexes, contracts, invoices, books, accounts, statements, studies, surveys, pamphlets, notes, charts, maps, plats, tabulations, graphs, tapes, data sheets, data processing cards, printouts, net sites, microfilm, indices, calendar or diary entries, manuals, guides, outlines, abstracts, histories, agendas, minutes or records of meetings, conferences, electronic mail, computer or electronic files, text messages, and telephone or other conversations or communications, as well as films, tapes, or slides, and all other data compilations in the possession, custody, or control of the Company, or to which the Company has access. The term **“documents”** includes the complete original document (or a copy thereof if the original is not available), all drafts (whether or not they resulted in a final document), and all copies that differ in any respect from the original, including any notation, underlining, marking, or information not on the original. The term **“other data compilations”** includes information stored in, or accessible through, computer or other information retrieval systems, together with instructions and all other material necessary to use or interpret such data compilations.
14. **“Documents Sufficient to Show”** means both documents that are necessary and documents that are sufficient to provide the specified information. If

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summaries, compilations, lists, or synopses are available that provide the information requested in lieu of the underlying documents, the Company may discuss this alternative with a Commission representative.

15. **“Every”** includes **“each,”** and **“each”** includes **“every.”**
16. **“Identify,”** when used in reference to a natural person, shall mean to state the person’s (1) full name; (2) present or last known business address and telephone number; (3) present or last known employer and job title; and (4) the nature (including job title) and dates of any affiliation, by employment or otherwise, with the Company. For any person identified, if any of the above information was different during the time period relevant to the Civil Investigative Demand, supply both the current information and such different information as applies to the time period relevant to the Civil Investigative Demand. Once a natural person has been identified properly, it shall be sufficient thereafter when identifying that same person to state the name only.
17. **“Identify,”** when used in reference to a corporation or other non-natural person, shall mean (1) to state that entity’s name; (2) to describe its nature (e.g., corporation, partnership, etc.); (3) to state the location of its principal place of business; and (4) to identify the natural person or persons employed by such entity whose actions on behalf of the entity are responsive to the Civil Investigative Demand. Once such a person has been identified properly, it shall be sufficient thereafter when identifying that same person to state the name only.
18. **“Identify,”** when used in reference to facts, acts, events, occurrences, meetings, or communications, shall mean to describe with particularity the fact, act, event, occurrence, meeting, or communication in question, including, but not limited to (1) identifying the participants and witnesses of the fact, act, event, occurrence, meeting, or communication; (2) stating the date or dates on which the fact, act, event, occurrence, meeting, or communication took place; (3) stating the location or locations at which the fact, act, event occurrence, meeting, or communication took place; and (4) providing a description of the substance of the fact, act, event, occurrence, meeting, or communication.
19. **“Integration Service”** means processes (including, but not limited to, software, hardware, specifications and operational data documentation (i.e., formats, elements, etc.), security codes, and access methods designed to provide: (i) App Providers with the ability to access, send and receive data to/from any Dealership’s DMS; and (ii) Dealerships with the ability to access and receive data or other information provided by App Providers, and to send and receive data or other information to/from such App Providers through any DMS.

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20. **“Person”** means any natural person, corporate entity, partnership, association, joint venture, or any other organization or entity engaged in commerce; its current and former members, directors, officers, trustees, employees, attorneys, agents, consultants, and representatives; its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures; and the directors, officers, trustees, employees, attorneys, agents, consultants, and representatives of the domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures thereof.
21. **“Plan”** or **“plans”** mean tentative and preliminary proposals, strategies, recommendations, analyses, reports, or considerations, whether or not precisely formulated, finalized, authorized, or adopted.
22. **“Relating to,” “relate to,” “referring to,” “regarding,” or “about”** mean, in whole or in part, constituting, containing, concerning, embodying, reflecting, discussing, explaining, describing, analyzing, identifying, stating, referring to, dealing with, or in any way pertaining to.
23. **“Sales”** means net sales (i.e., total sales after deducting discounts, returns, allowances, and excise taxes). **“Sales”** includes Sales of the any relevant product or service whether manufactured or provided by the Company itself or purchased from sources outside the Company and resold or provided by the Company in the same form as purchased.

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INSTRUCTIONS

The response to this civil investigative demand (“CID”) shall be submitted in the following manner:

- A. Unless otherwise indicated, each specification in this CID covers documents and information dated, generated, received, or in effect from **January 1, 2013**, to thirty days before the day when the Company provides the Commission with its final document submission, the executed certification form, and other compliance-related documents described in Instruction P. The Company shall preserve documents responsive to the CID created or received after the submission of this request period until a Commission representative notifies the Company that the investigation has ended or as otherwise provided in 16 C.F.R. § 2.14.
- B. Documents supplied in response to one specification or subpart need not be supplied again in response to a subsequent specification or subpart. However, the responses should be clearly marked as to which specification(s) the document relates.
- C. If the Company believes that this CID’s specifications can be narrowed consistent with the Commission’s need for information, we encourage you to discuss possible modifications with a Commission representative at the earliest possible date. Note that an authorized Commission representative or an Assistant Director of the Bureau of Competition must agree in writing to any modifications to this CID. All inquiries about this CID and modification requests should be directed to **Dana Abrahamsen at (202) 326-2906**.
- D. Except for privileged material, the Company should produce each responsive document in its entirety by including all attachments and all pages, regardless of whether they directly relate to the specified subject matter. The Company should submit any appendix, table, or other attachment by either attaching it to the responsive document or clearly marking it to indicate the responsive document to which it corresponds. Except for privileged material, the Company will not redact, mask, cut, expunge, edit, or delete any responsive document or portion thereof in any manner.
- E. Submit each Data Set as a separate Microsoft Excel spreadsheet, with all underlying data unredacted and all underlying formulas and algorithms intact. All terms, allocations, calculations, and methods of calculation must be clearly explained and defined; costs must be disaggregated to the lowest level of detail possible and fully allocated. Further, for each Data Set, identify the specific company databases from which these data were obtained and provide (1) a list of field names and a definition for each field contained in the Data Set; (2) the meaning of each code that appears as a field value in the Data Set; (3) the primary key in the Data Set or table that defines a unique observation; and (4) any

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programming code used to calculate any of the data provided. Submit data separately from document productions.

- F. Compliance with this CID requires a search of all documents in the possession, custody, or control of the Company including, without limitation, those documents held by any of the Company's officers, directors, employees, agents, representatives, or legal counsel, whether or not such documents are on the premises of the Company. If any person is unwilling to have his or her files searched, or is unwilling to produce responsive documents, the Company must provide the Commission with the following information as to each such person: his or her name, address, telephone number, and relationship to the Company. In addition to hard copy documents, the search must include all of the Company's Electronically Stored Information.
- G. Form of Production. The Company shall submit all documents as instructed in **Attachment 1.2**.
- H. All documents responsive to this CID:
 - (1) Shall be produced in complete form, unredacted unless privileged or containing Sensitive Personally Identifiable Information or Sensitive Health Information, and in the order in which they appear in the Company's files;
 - (2) Shall be marked on each page with corporate identification and consecutive document control numbers when produced in image format;
 - (3) Shall be produced in color where necessary to interpret the document (if the coloring of any document communicates any substantive information, or if black and white photocopying or conversion to TIFF format of any document (e.g., a chart or graph) makes any substantive information contained in the document unintelligible, the Company must submit the original document, a like-color photocopy, or a JPEG format image);
 - (4) Shall be accompanied by an affidavit of an officer of the Company stating that the copies are true, correct, and complete copies of the original documents; and
 - (5) Shall be accompanied by an index that identifies (i) the name of each person from whom responsive documents are submitted; and (ii) the corresponding consecutive document control number(s) used to identify that person's documents. The Commission representative will provide a sample index upon request.
- I. If the Company withholds any responsive document or masks or redacts any portion of any responsive document based on a claim of privilege or work-product immunity, the Company must provide the Commission with a log describing the

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privilege claim and all facts supporting the claim sufficient to comply with Federal Trade Commission Rule of Practice § 2.11. 16 C.F.R. § 2.11.

For each document withheld, masked, or redacted, the log shall list the following: (a) specific grounds for claim of privilege or immunity, (b) type of document, (c) title, (d) author(s), (e) date, (f) addressees and recipients of the original document or any copy thereof (including persons “cc’d” or “blind cc’d”), (g) a description of the subject matter, with sufficient detail to assess the claim of privilege, (h) a description identifying each attachment to the document, (i) the page length of the document, (j) the relevant specification(s), and (k) for redacted documents, the document control number (as described in Instruction I). Additionally, for each document withheld under a claim of attorney work-product immunity, the log will list: (l) whether the document was prepared in anticipation of litigation or for trial, (m) the other parties or expected other parties to the litigation and whether that party is adverse, (n) case number, (o) complaint filing date, and (p) court name.

For each person listed, the log will include the person’s full name, address, job title, and employer or firm; for each non-Company recipient, include such additional description sufficient to show that individual’s need to know the information contained in the document. Please denote all attorneys with an asterisk (“*”).

The privilege log shall be submitted as a Microsoft Excel or other native file.

An attachment to a document must be entitled to privilege in its own right. If an attachment is responsive and not entitled to privilege in its own right, it must be provided. The Company must provide all non-privileged portions of any responsive document for which a claim of privilege is asserted, noting where redactions in the document have been made. With respect to documents withheld on grounds of privilege that discuss or describe any U.S. or foreign patent, each individual patent identified in the withheld document must be specified by its patent number.

- J. Documents written in a language other than English shall be translated into English, with the English translation attached to the foreign language document.
- K. Do not destroy or dispose of documents responsive to this CID, or any other documents relating to the subject matter of this CID. The destruction or disposal of such documents during the pendency of this investigation may constitute a felony in violation of 18 U.S.C. § 1505 and 18 U.S.C. § 1512.
- L. Do not produce any Sensitive Personally Identifiable Information (“Sensitive PII”) or Sensitive Health Information (“SHI”) prior to discussing the information with a Commission representative. If any document responsive to a particular specification contains unresponsive Sensitive PII or SHI, redact the unresponsive Sensitive PII or SHI prior to producing the document. The term “Sensitive PII” means an individual’s Social Security Number alone or an individual’s name,

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address or phone number in combination with one or more of the following: date of birth; driver's license number or other state identification number, or a foreign country equivalent; passport number; financial account number; or credit or debit card number. The term "SHI" includes medical records and other individually identifiable health information, whether on paper, in electronic form, or communicated orally. SHI relates to the past, present, or future physical or mental health or condition of an individual, the provision of health care to an individual, or the past, present, or future payment for the provision of health care to an individual.

- M. The Company must provide the Commission with a statement identifying the procedures used to collect and search for electronically stored documents and documents stored in paper format. The Company must also provide the Commission with a statement identifying any electronic production tools or software packages utilized by the company in responding to this CID for: keyword searching, Technology Assisted Review, email threading, de-duplication, global de-duplication or near-de-duplication, and
- (1) if the company utilized keyword search terms to identify documents and information responsive to this CID, provide a list of the search terms used for each custodian;
 - (2) if the company utilized Technology Assisted Review software;
 - (i) describe the collection methodology, including: how the software was utilized to identify responsive documents; the process the company utilized to identify and validate the seed set documents subject to manual review; the total number of documents reviewed manually; the total number of documents determined nonresponsive without manual review; the process the company used to determine and validate the accuracy of the automatic determinations of responsiveness and nonresponsiveness; how the company handled exceptions ("uncategorized documents"); and if the company's documents include foreign language documents, whether reviewed manually or by some technology-assisted method; and
 - (ii) provide all statistical analyses utilized or generated by the company or its agents related to the precision, recall, accuracy, validation, or quality of its document production in response to this CID; and identify the person(s) able to testify on behalf of the company about information known or reasonably available to the organization, relating to its response to this specification; and
 - (3) if the Company intends to utilize any de-duplication or email threading software or services when collecting or reviewing information that is stored in the Company's computer systems or electronic storage media in response to this CID, or if the Company's computer systems contain or utilize such software, the Company must contact a Commission

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FTC File No. 171-0056
CID to Dominion Enterprises

representative to determine, with the assistance of the appropriate government technical officials, whether and in what manner the Company may use such software or services when producing materials in response to this CID.

- N. The Company must comply with this CID by submitting all documents and information responsive to it on or before the dates identified in this CID. In addition, when it has completed production, the Company should also submit the executed and notarized certification form (attached). In order for the Company's response to this CID to be complete, the attached certification form must be executed by the official supervising compliance with this CID, notarized, and submitted along with the responsive materials.
- O. Compliance with this CID requires the Company to submit to the Commission, on or before the due dates indicated, all responsive documents, data, information and the following:
 - (1) Executed and notarized certification form, which is included herewith;
 - (2) Privilege Log according to Instruction I, if any responsive documents are withheld or redacted;
 - (3) List of any persons (by name, address, telephone number, and relationship to the Company) whose files have not been searched according to Instruction F;
 - (4) For each document submitted, information sufficient to identify the name of the person from whose files the document was obtained (document custodian), according to Instruction H; and
 - (5) Statement of the procedures used by the Company to comply with this CID, according to Instruction M.
- P. The Company should submit responsive documents to **Stephanie Langley, Federal Trade Commission, 400 Seventh St., S.W., Washington, D.C. 20024.**

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CERTIFICATION

This response to this civil investigative demand ("CID") issued by the Federal Trade Commission, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Federal Trade Commission.

All of the documents and information required by the CID that are in the possession, custody, or control of **Dominion Enterprises** have been submitted to a designated Federal Trade Commission custodian. If a document responsive to this CID has not been submitted, the objections to its submission and the reasons for the objection have been stated.

The information is, to the best of my knowledge, true, correct and complete. Where copies rather than original documents have been submitted, the copies are true, correct and complete. If the Commission uses such copies in any court or administrative proceeding, the Company will not object based on the Commission not offering the original document.

I declare under penalty of perjury that the foregoing is true and correct.

TYPE OR PRINT NAME AND TITLE

(Signature)

Subscribed and sworn to before me at the City of _____, State of _____, this _____ day of _____, 2017

(Notary Public)

My Commission Expires: _____

BUREAU OF COMPETITION PRODUCTION GUIDE

REVISION 1.6, 08/04/2015

AN eDISCOVERY RESOURCE

This guide explains what the Bureau of Competition generally requires when we send a formal request, such as a **Request for Additional Information** or a **Civil Investigative Demand**. The suggested formats are based on our experience with many different submissions. Please follow this guide to organize your submission and minimize the chance of incompatibility with our processes and systems.

This resource is intended to serve as guidance and does not supersede instructions in any request or subpoena issued by the Bureau. We continue to streamline the production process, so contact the FTC representative identified in the formal request to discuss any specific issues you may have with collecting, formatting, or submitting documents.

The Federal Trade Commission uses Concordance 10 and ZyLAB® eDiscovery Software version 3.6.

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1 IDENTIFICATION AND COLLECTION

Before you collect electronically stored information (ESI), the Bureau is interested in the following information:

- Name of person from whom the information was obtained;
- Originating file path/folder structure for the information; and
- To the extent possible, use a forensically sound collection method that preserves the information's metadata.

2 PROCESSING/REVIEW

2.1 Deduplication

Deduplication vertically within custodian does not require Bureau approval. Horizontal or global deduplication must be done in a way that preserves and produces the people from whom the information was obtained. Global deduplication requires Bureau approval in the form of a written modification to the FTC request. To obtain approval for global deduplication, please submit a written description of the deduplication method to the FTC representative identified in the document request.

Do NOT deduplicate email attachments against loose files or compound documents. Families must be produced intact, except as limited by a claim of privilege.

2.2 Preferred Formats

2.2.1 Email

Emails may be produced in TIFF image format with extracted text of email, attachments as separate documents and numbered consecutively to the parent email;

2.2.2 Instant Messages

Because instant messages can be stored in a variety of ways, if instant messages are responsive to an FTC request, please contact the FTC representative identified in the request to request a meeting with BC's Technology and Information Management group to determine the best approach for collecting and producing instant messages.

2.2.3 Loose ESI

Submit Microsoft Excel, PowerPoint, and Access files in their native formats, with the metadata and information described in the “Metadata and other Information Requirements” section below;

Submit other multimedia files in their native formats with the metadata and information described in the “Metadata and other Information Requirements” section below; or

Submit other files and attachments as Group IV single page tiffs accompanied by an image load file, extracted text and the metadata and information described in the “Metadata and other Information Requirements” section below.

2.2.4 Hard Copy Documents

Group IV single page tiffs accompanied by an image load file and the metadata and information provided in the “Metadata and other Information Requirements” section below.

2.2.5 Databases or Data Compilations

Production format will depend on the database platform, size and contents/function of the database. Access to cloud databases can also be arranged in lieu of production.

Please contact the FTC representative identified in your request to discuss databases and data productions.

2.2.6 Executable Files

Produce executable files separately from documents on separate media and clearly labeled “contains executable files” so that they can be isolated for further inspection.

2.3 Metadata and other Information Requirements

2.3.1 *Emails*

Field Names	Description
ALTERNATE CUSTODIAN	List of custodians where the document has been removed as a duplicate
BATES BEGIN	Beginning Bates number of the email
BATES END	Bates number of the last page of the email
CUSTODIAN	Name of the person from whom the email was obtained
EMAIL BCC	Names(s) of persons blind copied on the email
EMAIL CC	Names of persons copied on the email
EMAIL DATE RECEIVED	Date and Time email was received [format: MM/DD/YYYY]
EMAIL DATE SENT	Date and Time email was sent [format: MM/DD/YYYY]
EMAIL FROM	Names of the person sending the email
EMAIL MESSAGE ID	Microsoft Outlook Message ID or similar value in other message systems.
EMAIL SUBJECT	Subject line of the email
EMAIL TIME RECEIVED	Time email was received [format: HH:MM:SS AM/PM]
EMAIL TIME SENT	Time email was sent [format: HH:MM:SS AM/PM]
EMAIL TO	Name of the person receiving the email
FOLDER	File path/folder location of email
HASH	Identifying value used for deduplication – typically SHA1 or MD5
TEXT LINK	Relative path to submitted text file Example: TEXT\001\FTC0003090.txt

2.3.2 *Attachments*

Field Names	Description
ALTERNATE CUSTODIAN	List of custodians where the document has been removed as a duplicate
BATES BEGIN	Beginning Bates number of the email
BATES END	Bates number of the last page of the email
CUSTODIAN	Name of the person from whom the file was obtained
DATE CREATED	Date the file was created [format: MM/DD/YYYY]
DATE MODIFIED	Date and Time the file was saved [format: MM/DD/YYYY HH:MM:SS AM/PM]
FILE NAME WITH EXTENSION	Name of the original native file
HASH	Identifying value used for deduplication – typically SHA1 or MD5
NATIVE LINK	Relative path to current location of native or near-native document Example: \NATIVES\001\FTC0003090.XLS
PARENT ID	DocID or beginning Bates number of the parent document
TEXT LINK	Relative path to submitted text file Example: \TEXT\001\FTC0003090.txt
TIME CREATED	Time file was created [format: HH:MM:SS AM/PM]
TIME MODIFIED	Time file was saved [format: HH:MM:SS AM/PM]

2.3.3 *eDocs*

Field Names	Description
ALTERNATE CUSTODIAN	List of custodians where the document has been removed as a duplicate
BATES BEGIN	Unique number assigned to each file or first page
CUSTODIAN	Name of the person from whom the file was obtained
DATE CREATED	Date the file was created [format: MM/DD/YYYY]
DATE MODIFIED	Date the file was saved [format: MM/DD/YYYY]
FILE NAME WITH EXTENSION	Name of the original native file with file extension
FILE PATH	File path/folder structure of original native file
HASH	Identifying value used for deduplication – typically SHA1 or MD5
NATIVE LINK	Relative path submitted native or near-native document Example: \NATIVES\001\FTC0003090.XLS
TEXT LINK	Relative path to submitted extracted text file Example: \TEXT\001\FTC0003090.txt
TIME CREATED	Time file was created [format: HH:MM:SS AM/PM]
TIME MODIFIED	Time file was saved [format: HH:MM:SS AM/PM]

2.3.4 *Hard Copy Documents*

Field Names	Description
BATES BEGIN	Beginning Bates number of the email
BATES END	Bates number of the last page of the document
CUSTODIAN	Name of person from whom the file was obtained

3 PRODUCING

3.1 Data

3.1.1 *Load Files*

- Each volume produced must be accompanied by corresponding DAT file (ANSI), containing the metadata and information specified in the Metadata and Information section. Please do not split document families across volumes.

Recommended delimiters for DAT files are:

Description	Symbol	ASCII Character
Field Separator	¶	020
Quote Character	“	254
New Line	®	174
Multiple Field Entries	;	059

- Image cross reference files can be either an .OPT file or .LOG file. OPT and LOG files should contain a reference for each image (jpeg, gif or tiff) provided.

Example of OPT image cross reference file:

Bates number, volume number, relative path to image, First Page?,,page count

ABC-000000001,VOL-001,00001-01\01\ABC-000000001.tif,Y,,4
ABC-000000002,VOL-001,00001-01\01\ABC-000000002.tif,,,
ABC-000000003,VOL-001,00001-01\01\ABC-000000003.tif,,,
ABC-000000004,VOL-001,00001-01\01\ABC-000000004.tif,,,
ABC-000000005,VOL-001,00001-01\01\ABC-000000005.tif,Y,,1
ABC-000000006,VOL-001,00001-01\01\ABC-000000006.tif,Y,,1
ABC-000000007,VOL-001,00001-01\01\ABC-000000007.tif,Y,,1
ABC-000000008,VOL-001,00001-01\01\ABC-000000008.tif,Y,,1
ABC-000000009,VOL-001,00001-01\01\ABC-000000009.tif,Y,,1
ABC-000000010,VOL-001,00001-01\01\ABC-000000010.tif,Y,,2
ABC-000000011,VOL-001,00001-01\01\ABC-000000011.tif,,,

3.1.2 Preferred Field Order in Load Files

Field Names	Field Description
BATES BEGIN	Beginning Bates number of the email
BATES END	Bates number of the last page of the document
CUSTODIAN	Name of person from whom the file was obtained
DATE CREATED	Date the file was created [format: MM/DD/YYYY]
DATE MODIFIED	Date the file was saved [format: MM/DD/YYYY]
EMAIL BCC	Names of persons blind copied on the email
EMAIL CC	Names of persons copied on the email
EMAIL DATE RECEIVED	Date email was received [format: MM/DD/YYYY]
EMAIL DATE SENT	Date and Time email was sent [format: MM/DD/YYYY]
EMAIL FROM	Names of person sending the email
EMAIL SUBJECT	Subject line of the email
EMAIL TIME RECEIVED	Time email was received [format: HH:MM:SS AM/PM]
EMAIL TIME SENT	Time email was sent [format: HH:MM:SS AM/PM]
EMAIL TO	Names of persons receiving the email
FILE NAME	Name of the original native file
FILE PATH	File path/folder structure of original native file
HASH	Identifying value used for deduplication – typically SHA1 or MD5
PARENT ID	Document ID or beginning Bates number of the parent document
NATIVE LINK	Relative path to current location of native or near-native document Example: \NATIVES\001\FTC003090.xls
TEXT LINK	Relative path to submitted text file Example: \TEXT\001\FTC0003090.txt
TIME CREATED	Time file was created [format: HH:MM:SS AM/PM]
TIME MODIFIED	Time file was saved [format: HH:MM:SS AM/PM]

3.2 Images

We accept images files that are:

- Black and White: 300 DPI, Group IV Tiff
- Color: Jpeg files; or
- PDF files: submitted as a linked native file

3.3 Native Files

Please review the Preferred Formats section for guidance on which documents should be produced and how. Native files may be renamed with a beginning bates number or document ID number.

3.4 Text Files

Each document should be accompanied by a text file containing either the extracted text from originally native files or OCR. Provide text files:

- As document-level text files,
- Named for the beginning Bates number, and
- Organized into a folder separate from images

3.5 Virus Scanning

All electronic documents and production media shall be scanned and free of viruses prior to shipping to the Bureau. The Bureau will request replacement for any infected media, which may affect the timing of your compliance with the Bureau's request. FTC uses Symantec EndPoint Protection.

3.6 Field Formats

3.6.1 Date and Time Field Format

Please use the following format for date and time fields:

DATE: MM/DD/YYYY

TIME: HH:MM:SS AM/PM

3.6.2 Parent/Child Relationships

There are three methods for establishing Parent/Child relationships within the DAT file:

1. Parent ID (preferred)
 - o Include a Parent ID field in all attachment records
2. Attachment Bates Begin/Attachment Bates End fields
 - o Include Attachment Bates Begin and Attachment Bates End fields in the parent record. Make sure the parent bates number is included in the range. Attachment begin will be the first bates number of the family, normally the parent. The attachment End will be the last bates number of all attachments of that family.
3. Attachment Range
 - o Include Attachment Range field in the parent record. Make sure the Bates number of the parent document is included in the range!

3.6.3 File Name/File Path

Providing a composite field containing File name and File Path is acceptable, although we prefer receiving these separately.

3.7 Sample Productions

To minimize problems and issues with a full production, the Bureau strongly encourages submitting a sample production that includes a representative mix of documents to be produced in the full production, for testing.

3.8 Production Transmittal Letter

For each production, submit a letter that includes all of the following:

- volume name,
- bates ranges and custodians,
- total number of records,
- total number of images or files,
- list of fields in the order in which they are listed in the data files,
- encryption method/software

 Do not include password for encryption in the transmittal letter.

3.9 Encryption

The FTC can accept most encryption methods and strongly encourages you to encrypt productions before sending them to FTC.

Be sure to tell us the encryption method or software you used when producing documents to minimize issues with decryption.

For larger productions, we encourage the use of encrypted hardware instead of software modules.

3.10 Media/File Transfer

3.10.1 File Transfer

The FTC uses an on-premises installation of Accellion Secure File Transfer. FTC-Accellion can accept or send up to 100 GB of information.

- How it works:
 - With either transferring or accepting data, a respondent receives an invitation via email to upload or download files.
 - The respondent will use an embedded link found in the email to access FTC's Accellion appliance. You cannot use FTC's Accellion appliance without that email invitation.
 - Invitations are valid for five days.
 - Once the party accesses the link, they may download or upload the files.
 - The Accellion appliance notifies the respondent when the upload or download is complete.
- To request an invitation, email the FTC representative identified in the request you received to request an invitation to transfer files. Please provide the email address of the individual who will upload or download files, because you cannot forward the invitation.
- Use of other File Transfer methods is discouraged because of FTC's stringent internet and network security. We encourage you to discuss options with the FTC representative identified in the request to determine the viability.

3.10.2 Media

Under 10 GBs

- **Digital Optical Discs**, which include: CD-ROM(CD-R, CD-RW) and DVD-ROM(DVD+R, DVD+RW), must be formatted for the Microsoft Windows 7 operating system and meet ISSO 9660 specification standards.
- **Flash Drives (<10GBs)**, USB 2.0 or USB 3.0 are acceptable connector standards, and must possess a standard type A plug.

Over 10 GBs

- **External Hard Disc Drive (HDD)**, can be received in stand-alone portable or in hard drive enclosure, and must be formatted for the Microsoft Windows 7 operating system. For hard drive enclosures, they can use either IDE/EIDE or ATA/SATA computer bus interface. Please provide USB connector cables only, in USB 2.0 or USB 3.0.
- **External Solid State Drive (SSD)**, can be received in stand-alone portable or in hard drive enclosure, and must be formatted for the Microsoft Windows 7 operating system. Please provide USB connector cables only, in USB 2.0 or USB 3.0.
- **Flash Drives (10GBs - 512GBs)**, USB 2.0 or USB 3.0 are acceptable connector standards, and must possess a standard type A plug.

4 POST-PRODUCTION

4.1 Inadvertently Produced Documents

Please notify the FTC representative identified in the request that documents have been inadvertently produced, including the basis for any claim of privilege. With the notification, provide the Bates Begin number, and production volume (or date of production) of each document that was inadvertently produced. Once we have an official notification that inadvertently produced documents have been produced, the documents will be removed from the production and be returned, deleted, or sequestered as appropriate. See FTC Rules 2.11(d), 3.31(g).

4.2 Alternate Custodian Overlay load files

Alternate Custodian information may be produced after the original document was produced. Please provide a DAT file containing Bates Begin and Alternate Custodian field.

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Maureen K. Ohlhausen, Acting Chairman
Terrell McSweeney

RESOLUTION AUTHORIZING USE OF COMPULSORY
PROCESS IN A NONPUBLIC INVESTIGATION

File No. 171 0056

Nature and Scope of Investigation:

To determine whether CDK Global, Inc. and Reynolds & Reynolds Company have engaged or are engaging in unfair methods of competition in or affecting commerce in violation of Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45, as amended, by entering into or implementing any anticompetitive agreement relating to the sale, lease, distribution, maintenance or implementation of Dealer Management Systems and associated products or services used by automobile dealerships.

The Federal Trade Commission hereby resolves and authorizes that any and all compulsory processes available to it be used in connection with this investigation.

Authority to Conduct Investigation:

Sections 6, 9, 10 and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46, 49, 50 and 57b-1, as amended; FTC Procedures and Rules of Practice, 16 C.F.R. § 1.1 *et seq.*, and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

ISSUED: April 21, 2017